

# FS.COM Limited

## Terms of Reference of the Nomination Committee of the Board of Directors

### CHAPTER I GENERAL PROVISIONS

**Rule 1** In order to further establish and optimize the election and appointment of Directors, general manager and other senior management of FS.COM Limited (the “**Company**”), improve the corporate governance structure and facilitate the achievement of long-term strategic goals, the Nomination Committee under the Board of Directors of the Company is established with these rules of procedure in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules of the Hong Kong Stock Exchange**”), the Articles of Association of FS.COM Limited (the “**Articles of Association**”) and the Rules of Procedure of the Board of Directors of FS.COM Limited.

**Rule 2** The Nomination Committee is a special committee set up by the Board of Directors according to a resolution of the shareholders’ general meeting. It shall be accountable to the Board of Directors and is mainly responsible for discussing and providing suggestions on selection of candidates, selection standards and procedures for Directors and senior management.

**Rule 3** The “Directors” herein refers to Directors who receive remunerations from the Company, while “senior management” refers to the general manager and other senior management members appointed by the Board of Directors as stipulated under the Articles of Association.

### CHAPTER II COMPOSITION

**Rule 4** The Nomination Committee shall consist of three Directors, with a majority of whom being independent non-executive Directors.

**Rule 5** The Nomination Committee shall have a Chairperson (convener) who shall be an independent non-executive director, and shall preside over the Committee’s work.

**Rule 6** Except for the Committee Chairperson, the members of the Nomination Committee are elected from the Directors and are subject to approval by the Board of Directors.

**Rule 7** The Chairperson of the Nomination Committee shall be in charge of any matters related to nomination, which have been considered and approved by the Nomination Committee.

**Rule 8** The term of office of the Nomination Committee shall be the same as that of the Board of Directors. A member of the Nomination Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. A member shall cease to be a member when he/she is no longer a director of the Company, and the Board of Directors shall fill up the vacancy in accordance with Rules 4 to 6 above.

**Rule 9** If a member fails to attend meetings of the Nomination Committee in person for two consecutive times and does not delegate another member to act on his/her behalf, he/she shall be deemed as incapable of performing his/her duties, and shall be replaced by the Board of Directors.

Save as the circumstances set out in the aforesaid articles and the circumstances in which a person is prohibited from acting as a director or independent director in the Articles of Association, a member shall not be removed without reasons before the expiry of his/her term of office.

**Rule 10** A member may tender his/her resignation during his/her term of office in compliance with the laws, regulations and relevant requirements in the Articles of Association in relation to the resignation of Directors or independent Directors.

**Rule 11** Where the Board of Directors removes the position of a member of the Nomination Committee pursuant to the first paragraph of Rule 9 hereof or a member resigns from his/her position as a member of the Nomination Committee before expiry of his/her term of office pursuant to Rule 10 hereof, he/she may continue to perform his/her duties as a director or independent director of the Company during his/her term of office without any prejudice.

**Rule 12** The general office of the Board of Directors shall be responsible for assisting the Nomination Committee in performing its duties and carrying out its work.

### **CHAPTER III DUTIES AND AUTHORITIES**

**Rule 13** The responsibilities of the Nomination Committee include:

- (I) reviewing the structure and diversified size and composition (including the skills, knowledge and experience) of the Board of Directors at least once a year and making recommendations on proposed changes to the Board of Directors in accordance with the corporate strategy of the issuer based on the relevant provisions of the Company Law and specific circumstances such as the characteristics of the shareholding structure of the Company. In considering the composition of the Board of Directors, various aspects regarding the diversity of the members shall be taken into account, including but not limited to gender, age, cultural and education background and professional experience;
- (II) studying the selection criteria and procedures for Directors and executives, identifying suitably qualified candidates and make recommendations to the Board of Directors;
- (III) identifying qualified candidates for Directors and executives extensively;
- (IV) reviewing and evaluating the implementation of the Board of Directors diversity policy to ensure its continued effectiveness, and amend or recommend amendments to the Board of Directors diversity policy to the Board of Directors when necessary;

- (V) evaluating the independence of independent non-executive Directors;
- (VI) making recommendations to the Board of Directors on the appointment or reappointment of Directors, and the succession plan for Directors (particularly the Chairperson of the Board of Directors and the general manager);
- (VII) other duties as stipulated by the relevant laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association and other matters authorized by the Board of Directors.

**Rule 14** The Board of Directors, in the absence of sufficient reasons or reliable evidence, shall fully respect the recommendations made by the Nomination Committee.

**Rule 15** The Nomination Committee is accountable to the Board of Directors, and its proposals must be submitted to the Board of Directors for deliberation and decision.

**Rule 16** The Nomination Committee shall publish its rules of procedure on the website of the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Stock Exchange**”) and the Company’s website, explaining its role and the powers delegated to it by the Board of Directors.

#### **CHAPTER IV RESPONSIBILITIES OF THE CHAIRPERSON**

**Rule 17** The Chairperson of the Nomination Committee shall mainly perform the following responsibilities:

- (I) convening regular meetings of the Nomination Committee;
- (II) convening extraordinary meetings of the Nomination Committee under special circumstances;
- (III) presiding over meetings of the Nomination Committee;
- (IV) arranging and preparing research reports on nomination projects;
- (V) reviewing and finalizing daily research reports;
- (VI) other duties as authorized by the Board of Directors and the Nomination Committee.

## CHAPTER V WORKING PROCEDURES

**Rule 18** Pursuant to the applicable laws and regulations and the requirements of the Articles of Association, in line with the actual circumstances of the Company, the Nomination Committee shall examine the conditions and procedures for the selection of Directors and executives, prepare resolutions for consideration and approval by the Board of Directors and execute the resolutions accordingly.

**Rule 19** Procedures for the selection of Directors and executives:

- (I) the Nomination Committee shall actively communicate with relevant departments of the Company, conduct research and prepare written materials on the demands of the Company for Directors and executives;
- (II) the Nomination Committee may extensively identify and select candidates for Directors and executives in the Company, controlling (shareholding) enterprises and talent market;
- (III) collecting information of candidates such as occupation, academic qualifications, professional titles, detailed working experience and part-time jobs, and preparing written materials accordingly;
- (IV) the Nomination Committee shall fully consider opinions of the nominees in respect of the nomination;
- (V) convening meetings of the Nomination Committee, and conducting reviews on the qualification of the initial candidates in accordance with the job requirements of Directors and executives;
- (VI) submitting suggestions and relevant materials regarding the candidates for Directors and executives to the Board of Directors before election and appointment of new Directors and executives;
- (VII) the Nomination Committee, in performing its duties, may invite people with relevant experience and experts from independent and professional consulting institutions to attend meetings or convene an expert review meeting if so required; independent professional consulting firms may be engaged to participate in the formulation of remuneration plans for Directors and senior management;
- (VIII) carrying out other follow-up work based on the decisions and feedback of the Board of Directors.

**Rule 20** The Human Resources Department of the Company, as the daily working body of the Nomination Committee, is responsible for the preliminary preparation work for the decision-making of the Nomination Committee and for providing relevant company information, mainly including:

- (I) providing the Company's key financial indicators and the completion status of operating targets;
- (II) providing the scope of responsibilities and main duties of the Company's Directors and senior management.

## CHAPTER VI RULES OF PROCEDURES

**Rule 21** The Nomination Committee shall convene at least one meeting every year. The Chairperson may propose to convene an extraordinary meeting, and the notice of the meeting shall be served to all members five days prior to the meeting. The meeting shall be presided over by the Chairperson. In the event that the Chairperson is unable to attend the meeting, he/she may authorize another member to preside over the meeting.

**Rule 22** Meetings of the Nomination Committee shall not be held without the presence of no less than two-thirds (including two-thirds) of the members. Each member shall have one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members. If voting is conducted by communication or by a show of hands, the signatures of the members of the Remuneration and Appraisal Committee on the meeting resolution shall be deemed as their attendance at the meeting and agreement with the content of the resolution.

**Rule 23** The voting of the meeting of the Nomination Committee shall be made by a show of hands or by poll; extraordinary meeting can be convened by way of correspondence.

**Rule 24** The Directors, Supervisors and senior management may be invited by the Nomination Committee to observe its meetings when necessary. The Nomination Committee may, if necessary, engage intermediary institutions to provide professional advice on its decisions at the expense of the Company.

**Rule 25** When a matter in connection with a member of the Nomination Committee is considered at the meeting, the person concerned shall withdraw from such consideration.

**Rule 26** The convening, voting and passing of resolutions of the meetings of the Nomination Committee shall be in compliance with the requirements under the relevant laws, regulations, the Hong Kong Stock Exchange Listing Rules, the Articles of Association and these rules of procedure.

**Rule 27** Minutes shall be kept for the meetings of the Nomination Committee and shall be signed by members present at the meetings. The minutes of the meetings shall be filed by the Company. Upon the reasonable notice of any Directors, such minutes shall be available for inspection by the director in a reasonable period of time.

**Rule 28** The minutes of the Nomination Committee meetings should provide a sufficiently detailed record of the matters considered and decisions reached, including all concerns raised by Directors and any dissenting opinions expressed by members. After the meeting, the draft and final versions of the minutes should be sent to all Nomination Committee members sequentially for their review and comments. This procedure must be completed within a reasonable time after the meeting.

**Rule 29** Resolutions and voting results from the Nomination Committee meetings shall be submitted in writing to the Board of Directors of the Company for deliberation.

**Rule 30** All members of the Committee and persons observing the meeting shall keep the matters discussed at the meetings confidential, and shall not disclose the relevant information without authorization.

## CHAPTER VII SUPPLEMENTARY PROVISIONS

**Rule 31** For any matters not covered by these rules of procedure, the relevant laws and regulations of the PRC in effect at that time, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association shall prevail. In the event that these rules of procedure are in contravention with the relevant laws and regulations of the PRC in effect at that time, the Listing Rules of the Hong Kong Stock Exchange or the Articles of Association as amended under lawful procedures, the relevant laws and regulations of the PRC in effect at that time, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association shall prevail. Amendments to these rules of procedure shall be made forthwith and submitted to the Board of Directors for approval.

**Rule 32** These rules of procedure have been approved by the Board of Directors of the Company and shall become effective and applicable from the date on which the H shares of the Company are filed with the CSRC and issued and listed on the Hong Kong Stock Exchange. The Board of Directors shall be responsible for amending and interpreting these rules of procedure.